

Matter 35 – Other Fee Applications – Expenses

<u>Service Description</u>	<u>Amount</u>
Telephone	\$0.83
Standard Copies	<u>\$2.00</u>
Total	\$2.83

Matter 35 – Other Fee Applications – Itemized Expenses

<u>Date</u>	<u>Amount</u>	<u>Description</u>
6/27/02	2.00	Standard Copies
7/15/02	0.83	Telephone call to: STATE OF,DE 302-778-6464

Matter 38 – Retention of Professionals / Fees – Expenses

<u>Service Description</u>	<u>Amount</u>
Telephone	\$18.49
Standard Copies	\$16.80
Overnight Delivery	\$7.69
Computer Database Research	<u>\$8.82</u>
Total	\$51.80

Matter 38 – Retention of Professionals / Fees – Itemized Expenses

<u>Date</u>	<u>Amount</u>	<u>Description</u>
4/01/02	8.82	PACER SERVICE CENTER - Computer Database Research, Fees for documents retrieved from miscellaneous bankruptcy websites
6/04/02	7.69	Fed Exp to: ,WILMINGTON,DE from:MAILROOM
6/11/02	5.61	Telephone call to: NEWYORKCTY,NY 212-806-5544
6/13/02	0.83	Telephone call to: PHILADELPH,PA 215-963-5585
6/14/02	1.45	Telephone call to: PHILADELPH,PA 215-963-5585
6/14/02	2.49	Telephone call to: COLUMBIA,MD 410-531-4191
6/17/02	1.87	Telephone call to: STATE OF,DE 302-778-6464
6/19/02	6.24	Telephone call to: NEWYORKCTY,NY 212-806-5544
6/28/02	16.80	Standard Copies

Matter 42 – Travel – Expenses

<u>Service Description</u>	<u>Amount</u>
Travel Expense	\$668.78
Airfare	\$4,568.06
Transportation to/from airport	\$345.38
Travel Meals	\$82.51
Other Travel Expenses	<u>\$173.02</u>
Total	\$5,837.75

Matter 42 – Travel – Itemized Expenses

<u>Date</u>	<u>Amount</u>	<u>Description</u>
5/22/02	95.88	Vital Transportation - Transportation to/from airport, David M Bernick, P.C.
6/18/02	63.20	Crown Coach - Transportation to/from airport, Janet S Baer
6/18/02	64.20	Crown Coach - Transportation to/from airport, Janet S Baer
6/25/02	68.72	JANET BAER - Boston Coach expense on trip 5.22.02
6/25/02	104.30	JANET BAER - Boston Coach expense on trip 6.04.02
7/10/02	68.72	JAMES W KAPP - Travel Expense, Wilmington,DE, 5.19 to 5.20.02, (Attend Hearing) Supplement Report
7/17/02	6.00	DAVID J ZOTT - Meals Expense, Memphis, TN 7.11.02 (Interview w/client)
7/17/02	120.09	DAVID J ZOTT - Travel Expense, Memphis, TN 7.11.02 (Interview w/client)
7/17/02	1,021.50	DAVID J ZOTT - Airfare Expense, Memphis, TN 7.11.02 (Interview w/client)
7/21/02	58.40	Crown Coach - Transportation to/from airport, James W Kapp
7/22/02	63.70	Crown Coach - Transportation to/from airport, Janet S Baer
7/23/02	7.46	JANET BAER - Meal Expense, Philidelphia,PA, 7.21 to 7.22.02, (Hearing)
7/23/02	63.05	DAVID J ZOTT - Meals Expense, Philadelphia, PA 7.18.02 - 7.19.02 (Attend Deposition)
7/23/02	219.42	JANET BAER - Travel Expense, Philidelphia,PA, 7.21 to 7.22.02, (Hearing)
7/23/02	260.55	DAVID J ZOTT - Travel Expense, Philadelphia, PA 7.18.02 - 7.19.02 (Attend Deposition)
7/23/02	1,045.68	JANET BAER - Airfare Expense, Philidelphia,PA, 7.21 to 7.22.02, (Hearing)
7/23/02	1,440.00	DAVID J ZOTT - Airfare Expense, Philadelphia, PA 7.18.02 - 7.19.02 (Attend Deposition)
7/29/02	6.00	JANET BAER - Meal Expense, Baltimore,MD, 7.26.02, (Mtg w/Management)
7/29/02	1,060.88	JANET BAER - Airfare Expense, Baltimore,MD, 7.26.02, (Mtg w/Management)

Matter 43 – Use, Sale or Lease/Abandonment of Property – Expenses

<u>Service Description</u>	<u>Amount</u>
Telephone	<u>\$15.17</u>
Total	\$15.17

Matter 43 – Use, Sale or Lease/Abandonment of Property – Itemized Expenses

<u>Date</u>	<u>Amount</u>	<u>Description</u>
6/11/02	2.08	Telephone call to: COLUMBIA,MD 410-531-4222
6/11/02	2.08	Telephone call to: COLUMBIA,MD 410-531-4795
6/13/02	1.04	Telephone call to: COLUMBIA,MD 410-531-4222
6/18/02	7.48	Telephone call to: COLUMBIA,MD 410-531-4222
6/19/02	0.62	Telephone call to: COLUMBIA,MD 410-531-4222
7/12/02	1.87	Telephone call to: COLUMBIA,MD 410-531-4222

Matter 46 – IRS Tax Litigation – Expenses

<u>Service Description</u>	<u>Amount</u>
Telephone	\$441.38
Standard Copies	\$88.20
Overnight Delivery	<u>\$34.57</u>
Total	\$564.15

Matter 46 – IRS Tax Litigation – Itemized Expenses

<u>Date</u>	<u>Amount</u>	<u>Description</u>
3/01/02	386.51	AT&T TELECONFERENCE SERVICES - Teleconference, T Maynes, 2/27 & 2/28/02
6/01/02	54.87	AT&T TELECONFERENCE SERVICES - Teleconference, P Shenoy, 5/1/02
6/17/02	14.19	UPS Dlvry to:U.S. DEPT. OF JUSTICE ,G. ROBSON STEWART,WASHINGTON,DC from:Pratibha J Shenoy
6/19/02	8.44	UPS Dlvry to:U.S. Department of Justice ,G. Robson Stewart,Washington,DC from:David M Sopczak
6/24/02	2.20	Standard Copies
6/25/02	8.00	Standard Copies
6/27/02	1.50	Standard Copies
7/08/02	0.10	Standard Copies
7/16/02	0.20	Standard Copies
7/16/02	0.30	Standard Copies
7/16/02	2.40	Standard Copies
7/16/02	3.80	Standard Copies
7/16/02	4.20	Standard Copies
7/16/02	4.80	Standard Copies
7/16/02	4.80	Standard Copies
7/16/02	5.80	Standard Copies
7/16/02	6.60	Standard Copies
7/16/02	10.80	Standard Copies
7/17/02	0.60	Standard Copies
7/17/02	10.60	Standard Copies
7/17/02	11.94	Fed Exp to: ,WASHINGTON,DC from:MAILROOM
7/17/02	18.90	Standard Copies
7/25/02	2.60	Standard Copies

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al.,)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	
Debtors.)	
)	
OFFICIAL COMMITTEE OF ASBESTOS)	
PERSONAL INJURY CLAIMANTS and)	
OFFICIAL COMMITTEE OF ASBESTOS)	
PROPERTY DAMAGE CLAIMANTS OF)	
W.R. GRACE & CO., suing on behalf of the)	
Chapter 11 Bankruptcy Estate of W.R.)	
GRACE & CO., et al.,)	
)	
Plaintiffs,)	Adv. No. 02-2210
)	[LEAD DOCKET]
against)	
)	
SEALED AIR CORPORATION and)	
CRYOVAC, INC.,)	
)	
Defendants.)	
)	
OFFICIAL COMMITTEE OF ASBESTOS)	
PERSONAL INJURY CLAIMANTS and)	
OFFICIAL COMMITTEE OF ASBESTOS)	
PROPERTY DAMAGE CLAIMANTS OF)	Adv. No. 02-2211
W.R. GRACE & CO., suing on behalf of the)	
Chapter 11 Bankruptcy Estate of W.R.)	
GRACE & CO., et al.,)	
)	
Plaintiffs,)	
)	
against)	
)	
FRESENTIUS MEDICAL CARE)	
HOLDINGS, INC. and)	Affects Dockets 02-2210 and 02-2211
NATIONAL MEDICAL CARE, INC.)	
)	
Defendants.)	
)	

**SUMMARY APPLICATION OF KIRKLAND & ELLIS FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY
COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM
PERIOD, FROM JULY 1, 2002, THROUGH JULY 31, 2002**

Name of Applicant: Kirkland & Ellis

Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors and Debtors-in-Possession

Date of Retention: Retention Order entered May 3, 2001, effective as of April 2, 2001.

Period for which compensation and reimbursement is sought: July 1, 2002, through July 31, 2002

Amount of Compensation sought as actual, reasonable and necessary: \$531,439.18

This is a X monthly ___ interim ___ final application.

The total time expended for the preparation of this application is approximately 10 hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately \$3,250.00.

This application is submitted in accordance with the order of this Court, dated July 10, 2002. This is the first monthly application for interim compensation for the July – September 2002 quarter that the Debtors will file with the Court in October 2002. The following application has been filed previously in these fraudulent conveyance proceedings:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
August 8, 2002	6/1 - 6/30/02	\$312,859.50	\$8,190.80	Pending	Pending

The K&E attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant	Number of years as an attorney	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
James W. Kapp	Partner	8 Years	Bankruptcy	\$470.00	2.40	\$1,128.00
Christian J. Lane	Associate	4 Years	Bankruptcy	\$410.00	7.20	\$2,952.00
David M. Bernick, P.C.	Partner	24 Years	Litigation	\$665.00	64.60	\$42,959.00
Michelle H. Browdy	Partner	12 Years	Litigation	\$420.00	202.60	\$85,092.00
David A. Codevilla	Associate	6 Years	Environmental	\$365.00	65.10	\$23,761.50
Lisa G. Esayan	Partner	12 Years	Litigation	\$430.00	45.50	\$19,565.00
Kellye L. Fabian	Associate	2 Years	Litigation	\$295.00	21.30	\$6,283.50
Mark E. Grummer	Partner	26 Years	Environmental	\$420.00	132.10	\$55,482.00
Renee D. Honigberg	Partner	7 Years	Litigation	\$390.00	33.60	\$13,104.00
Elli Leibenstein	Partner	10 Years	Litigation	\$430.00	73.10	\$31,433.00
Scott A. McMillin	Associate	6 Years	Litigation	\$385.00	205.90	\$79,271.50
Andrew R. Running	Partner	20 Years	Litigation	\$480.00	39.90	\$19,152.00
S. Jonathan Silverman	Partner	10 Years	Litigation	\$430.00	0.10	\$43.00
Christopher B. Sullivan	Partner	7 Years	Litigation	\$390.00	15.00	\$5,850.00
David J. Zott	Partner	16 Years	Litigation	\$475.00	80.60	\$38,285.00

The paraprofessionals of K&E who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant	Number of years in that position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Elizabeth Cox Arnold	Legal Assistant	13 Years	Bankruptcy	\$180.00	5.10	\$918.00
Seth B. Kutnick	Project Assistant	6 Months	Bankruptcy	\$90.00	105.00	\$9,450.00
Stephanie R. Cashman	Project Assistant	3 Months	Litigation	\$90.00	172.90	\$15,561.00
Megan K. Coleman	Project Assistant	2 Years	Litigation	\$90.00	153.50	\$13,815.00
Kimberly Davenport	Case Assistant	6 Years	Litigation	\$70.00	30.50	\$2,135.00
Michael Geiser	Law Clerk	3 Months	Litigation	\$150.00	8.00	\$1,200.00
Gayle M. Lodygowski	Case Assistant	13 Years	Litigation	\$75.00	14.00	\$1,050.00
Lauren Mitchell-Dawson	Legal Assistant	13 Years	Environmental	\$200.00	31.80	\$6,360.00
Bridgett Ofosu	Case Assistant	15 Years	Litigation	\$80.00	26.10	\$2,088.00
Shirley A. Pope	Legal Assistant	17 Years	Litigation	\$180.00	167.20	\$30,096.00
Sanya Sarich	Law Clerk	2 Months	Litigation	\$150.00	22.40	\$3,360.00
Ryan A. Swift	Project Assistant	1 Month	Litigation	\$90.00	0.50	\$45.00

Grand Total for Fees: \$510,439.50
Grand Total for Hours: 1,726.00
Blended Rate: \$295.74

Compensation by Matter

Matter Number	Matter	Total Hours	Total Fees Requested
48	Fraudulent Conveyance Adv. Proceeding	1,669.30	\$485,711.00
49	Fraudulent Conveyance Travel	56.70	\$24,728.50
	Total	1,726.00	\$510,439.50

Expense Summary

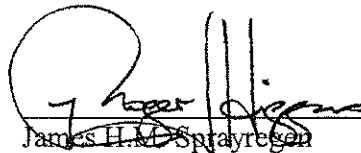
Description	Amount
Telephone	\$263.98
Facsimile Charges	\$76.90
Standard Copies	\$1,338.10
Tabs/Indexes/Dividers	\$12.50
Overnight Delivery	\$43.42
Outside Messenger Services	\$28.96
Travel Expense	\$4,542.91
Airfare	\$12,064.13
Transportation to/from airport	\$472.94
Travel Meals	\$482.61
Court Reporter Fee/Deposition	\$873.80
Computer Database Research	\$207.29
Overtime Transportation	\$126.96
Miscellaneous Office Expenses	\$465.18
Total	\$20,999.68

WHEREFORE, K&E respectfully requests (a) that an allowance be made to it, as fully described above for the (i) 80% of the amount of \$510,439.50 for reasonable and necessary professional, services K&E has rendered to the Debtors during the Fee Period (\$408,351.60) and (ii) 100 % of the reimbursement of actual and necessary costs and expenses incurred by K&E during the Fee Period (\$20,999.68); (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) that this Court grant such further relief as is equitable and just.

Wilmington, Delaware
Dated: September 6th, 2002

Respectfully submitted,

KIRKLAND & ELLIS

A handwritten signature in black ink, appearing to read "James W. Kapp III", is written over a horizontal line.

James H.M. Sprayregen
James W. Kapp III
Christian J. Lane
Roger J. Higgins
200 East Randolph Drive
Chicago, Illinois 60601
(312) 861-2000

EXHIBIT A

Matter 48 – Fraudulent Conveyance Adversary Proceeding – Fees

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/01/02	Michelle H Browdy	5.50	Work on environmental discovery issues (.4); preparation for Rule 30(b)(6) depositions on property damage issues, including follow up from 6/24 meeting with Beber and preparation for 7/2 meeting with Rourke (4.7); follow up on interrogatories with client and related discovery issues (.4).
7/01/02	Mark E Grummer	4.10	Write up notes of 6/27 interviews (.4); review Libby document ring binders received from Holme Roberts and telephone conference with D. Frost re same (.3); prepare for and participate in telephone conference with Grace representatives re sites on EPA/DOJ list (.7); review DOJ list of sites and annotate with reserves amounts and other relevant information in preparation for 7/3 telephone conference with Remedium and others (1.0); consider issues re environmental discovery and expert witness issues (.7); review discovery requests from fraudulent conveyance plaintiffs (.7); telephone conference with L. Duff re document production issues and plans for 7/3 sites conference call (.3).
7/01/02	James W Kapp	0.30	Review motion to appear in fraudulent conveyance adversary proceeding and attend to same (.2); review Daily Bankruptcy Review re Debtors intervening in fraudulent conveyance action (.1).
7/01/02	Elli Leibenstein	0.20	Consider issues re deposition.
7/01/02	Scott A McMillin	3.30	Work on response to insurance submittals (1.2); conferences with R. Fleishman re insurance issues (.3); conferences with client re same (.6); attend to matters re same (.4); review and draft discovery correspondence (.5); conferences with client re document production and depositions (.3).
7/01/02	Shirley A Pope	3.00	Locate, review and prepare documents for attorney review re expert witness deposition preparation.
7/01/02	David J Zott	6.00	Review accounting documents (2.0); conference with D. Frost re document production (.5); review joint defense agreements and draft joint defense addendum (1.0); review M. Grummer interview notes (2.0); consider issues re fact investigation and discovery issues (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/01/02	David A Codevilla	2.50	Review Libby documents generated by Montana Department of Environmental Quality, Libby timeline and 2000 testimony and discovery responses (2.3); consider issues re outline of Libby trial binder (.2).
7/01/02	Seth B Kutnick	4.00	Organize copy set of Wachtell production documents.
7/02/02	Michelle H Browdy	7.20	Preparation for Rourke deposition on property damage issues, including meeting with Rourke in DC and preparation (4.7); work on responses to additional discovery issues raised by Milberg Weiss (including calls/meeting with Milberg draft/edit responsive letters) (2.5).
7/02/02	Lisa G Esayian	0.50	Review Department of Justice's witness list and 3/12/02 discovery order.
7/02/02	Mark E Grummer	3.00	Evaluate Sealed Air's request for environmental documents (.5); telephone conference with D. Frost re same (.2); telephone conference with L. Duff re current list of environmental sites with disputed reserves (.3); review plaintiffs' environmental fraudulent conveyance interrogatories (.3); prepare for 7/3 conference call re 32 EPA/DOJ sites, including preparation of table of reserve estimates for same and review of status of reserve as of 1998 for Chattanooga cleanup (1.4); consider issues re plaintiffs' environmental interrogatories (.1); forward same to Grace representatives for review with explanatory message (.2).
7/02/02	James W Kapp	0.10	Review Equity Committee motion to intervene in fraudulent conveyance action.
7/02/02	Elli Leibenstein	1.60	Prepare for meeting with T. Florence (1.0); telephone conference with D. Rourke re claims (.2); telephone conference with T. Florence re deposition (.2); consider issues re deposition (.2).
7/02/02	Scott A McMillin	9.10	Review documents produced by PricewaterhouseCoopers (2.4); review monthly outside counsel status reports (2.5); work on insurance issues (1.3); conferences with R. Fleishman re same (.4); conferences with client re same (.7); attend to matters re same (.6); draft responses to interrogatories (1.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/02/02	Shirley A Pope	4.00	Update document production indices (1.0); review and organize newly produced documents and identify key documents (2.0); prepare Hickey deposition exhibits for attorney review (1.0).
7/02/02	David J Zott	3.70	Review background action memos and other reports re Libby site and expansion sites (3.0); conference with D. Frost re discovery issues (.2); conference with J. Stringer re potential accounting expert (.5).
7/02/02	David A Codevilla	1.80	Note relevant points for fraudulent conveyance case re Libby, Montana site.
7/02/02	Seth B Kutnick	6.00	Organize K&E master set of Wachtell production documents (4.0); organize additional Wachtell documents for production (2.0).
7/02/02	Stephanie R Cashman	1.00	Index PWC documents re Attorney's Eyes Only designation at attorney's request.
7/03/02	Lisa G Esayian	1.80	Review and analyze Department of Justice's Complaint and Motion in Intervention, plaintiffs' reply in support and Sealed Air's opposition.
7/03/02	Mark E Grummer	5.90	Prepare for and participate in videoconference with representatives of Grace, Remedium and Sealed Air to review EPA/DOJ list of sites to be addressed in fraudulent conveyance action and review information re 1998 and current status of each site (4.6); attend to matters re results of call (.1); telephone conference with D. Frost re DOJ position (.1); telephone conference with W. Corcoran re same and next steps (.2); review DOJ witness designations (.1); prepare email memorandum to K&E and Grace team re approach to answering DOJ interrogatories (.2); attend to matters re discovery response tasks (.4); review Holme Roberts ring binders of Libby documents (.2).
7/03/02	Elli Leibenstein	15.70	Prepare for meeting with T. Florence (1.5); defend T. Florence at deposition (10.0); voicemail to team re deposition (.2); review Hickey deposition (2.5); analyze issues in light of Florence deposition (1.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/03/02	Scott A McMillin	7.30	Draft interrogatory responses (4.0); conferences with client re same (.8); draft letter to R. Fleishman re insurance disputes (.8); conferences with client re same (.3); gather property damage documents for D. Rourke preparation session (.4); attend to matters re discovery issues (.3); draft discovery correspondence re interrogatories (.3); review notes re R. Beber preparation session (.4).
7/03/02	David J Zott	4.00	Joint defense conference call re other sites identified by DOJ (2.0); review additional Libby background documents (1.5); conference with D. Weiss re PWC workpapers (.2); attend to matters re case projects (.3).
7/03/02	David A Codevilla	1.00	Continue review of Libby-related correspondence between EPA Region VIII and Grace (.7); attend to matters re Libby documents and PricewaterhouseCoopers audit files (.3).
7/03/02	Seth B Kutnick	2.00	Organize Wachtell documents for production.
7/03/02	Michael Geiser	3.00	Conduct legal research re choice of law.
7/04/02	Elli Leibenstein	0.20	Attend to matters re depositions.
7/05/02	Elli Leibenstein	2.90	Review PWC key documents (1.0); attend to matters re PWC experts (.2); review B. Wolff email re Stallard (.2); review T. Florence deposition (.5); telephone conference with M. Widom re scheduling (.2); attend to matters re scheduling (.2); telephone conference with D. Rourke re scheduling (.2); review E. Stallard deposition (.4).
7/05/02	David J Zott	4.80	Conference with Ten-Eyck re serving as account expert and e-mail to Skadden re same (1.0); review resumes from PWC re accounting experts (1.5); consider issues re background documents from Grace (1.5); conference with B. Medlar re fact gathering meeting (.3); review Grace responses to EPA questionnaires re Libby background documents from Holme Roberts (.5).
7/05/02	David A Codevilla	1.40	Review and summarize Grace & EPA correspondence re Libby.
7/05/02	Seth B Kutnick	2.00	Prepare monthly outside counsel report for redaction prior to production to committees.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/05/02	Michael Geiser	1.00	Review materials re Sealed Air transaction.
7/06/02	David J Zott	2.20	Review background Libby documents from Holme Roberts.
7/07/02	Mark E Grummer	0.30	Begin preparation of memorandum re results of interview of R. Marriam re expansion plants.
7/07/02	Scott A McMillin	0.80	Review discovery correspondence and fraudulent transfer pleadings.
7/07/02	Andrew R Running	0.80	Review J. Hughes' draft summary of pre-petition jury verdicts (.5); draft e-mail to J. Hughes re same (.3).
7/08/02	David M Bernick, P.C.	1.90	Review of the objection brief (.3); conduct telephone conference with S. Bimbaum and Wasserstein in review of standards brief (1.5); conduct telephone conference with D. Siegel re Department of Justice and EPA issues (.1).
7/08/02	Michelle H Browdy	11.10	Revise/edit interrogatory responses in property damage and bodily injury issues (1.4); start legal research on response motion for sanction and attend to matters re same (.6); draft detailed factual response on discovery status for motion for sanctions (5.6); coordinate on environmental and other issues with Sealed Air counsel (.7); work on tax insurance and other discovery responses, including latest letter from Milberg (2.8).
7/08/02	Lisa G Esayian	0.90	Consider issues re contested environmental sites (.5); review 1997 Grace Green Book descriptions for Acton and Woburn sites (.4).
7/08/02	Mark E Grummer	1.80	Complete file memorandum re results of interview of R. Marriam re expansion plants and forward same to team (1.5); exchange emails and voice messages with team re various discovery issues (.3).
7/08/02	Elli Leibenstein	0.60	Consider issues re depositions (.3); consider issues re Florence and Rourke (.2); review correspondence re discovery (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/08/02	Scott A McMillin	6.00	Work on insurance issues and draft discovery correspondence re same (2.5); conferences with client re same (.7); attend to matters re same (.4); review discovery correspondence and motion for sanctions (.8); internal conferences re litigation strategy (.3); work on deposition scheduling and draft correspondence re same (.6); work on responses to interrogatories (.7).
7/08/02	David J Zott	2.50	Review background Libby documents and Libby pleadings (2.0); review and comment on document requests going to Holme Roberts (.2); conference with D. Frost re case fact issues and expert selection (.3).
7/08/02	David A Codevilla	1.40	Continue review & summary of Grace and EPA Region VIII letters and comments re EPA response/removal actions at Libby.
7/08/02	Michael Geiser	1.00	Conduct legal research re choice of law.
7/08/02	Sanya Sarich	0.30	Consider fraudulent conveyance matters.
7/08/02	Stephanie R Cashman	7.00	Update Adversarial No. 2210 pleadings file (1.0); import deposition transcripts into Live Note (1.5); enter pleadings into Concordance database (4.5).
7/08/02	Megan K Coleman	2.50	Review fraudulent conveyance correspondence, distribute for attorney review and file same.
7/09/02	David M Bernick, P.C.	1.50	Consider issues re environmental claims (.2); revise response to sanction letter (.8); conduct telephone conference with D. Siegel re environmental claims (.5).
7/09/02	Michelle H Browdy	9.80	Revise interrogatory responses and discuss changes with R. Beber (.7); draft response to motion for sanctions (6.7); start preparation for 7/10 hearing before Judge Wolin (1.1); work on property damage issues in preparation for Rourke deposition (1.3).
7/09/02	Elizabeth Cox Arnold	3.30	Attend to matters re fraudulent conveyance research (.5); open new matter number (.8); research re fraudulent conveyance for attorney review (2.0).
7/09/02	Lisa G Esayian	0.30	Attend to matters re reasonableness of reserves for environmental sites.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/09/02	Mark E Grummer	0.50	Review DOJ interrogatories re environmental sites in fraudulent conveyance action and prepare email to team re same (.3); exchange voice messages with R. Emmett and K&E team re responding to plaintiffs' environmental interrogatories (.2).
7/09/02	Scott A McMillin	8.20	Revise and finalize responses to asbestos interrogatories (2.6); review T. Florence deposition transcript (1.4); prepare for K. Collins deposition (2.3); draft joinder in Sealed Air motion to strike (.4); consider issues re trial brief (.5); attend to matters re discovery, litigation strategy (.5); conferences with client re same (.3); conference with A. Aizley re tax documents (.2).
7/09/02	Shirley A Pope	4.00	Locate, review and prepare for attorney review documents re July 10 hearing before Judge Wolin (2.0); arrange telephone conference and notify parties (.5); update document production indices (1.5).
7/09/02	Andrew R Running	2.50	Review latest draft of jury verdict summary (.3); review USG's brief to Judge Wolin re its substantive estimation proposal (1.9); telephone conference with J. Hughes re latest draft of jury verdict summary (.3).
7/09/02	David J Zott	6.00	Conference with D. Frost re depositions and review proposed schedule (.2); review DOJ discovery requests (.5); review expansion plant interview notes (.3); consider case issues (.5); review draft deposition outline (1.0); review background documents and discovery requests (2.0); conference Skadden re discovery issues (.5); review proposed stipulations and analyze same (1.0).
7/09/02	David A Codevilla	0.50	Telephone conference with Orrick re PricewaterhouseCoopers audit documents re environmental reserves (.4); prepare list of Libby-related documents to request from Holme Roberts & Owen (.1).
7/09/02	Sanya Sarich	3.70	Review background materials for legal section of trial brief re constructive fraudulent transfer.
7/09/02	Stephanie R Cashman	3.50	Update Adversarial. No 2210 pleading files (2.0); retrieve and organize documents for production (1.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/09/02	Megan K Coleman	4.80	Review fraudulent conveyance correspondence, distribute for attorney review and file same (4.0); prepare revised minutes for attorney review (.8).
7/10/02	David M Bernick, P.C.	3.00	Preparation for Grace discovery hearing (1.5); attending Grace discovery hearing (1.5).
7/10/02	Michelle H Browdy	8.80	Preparation for hearing before Judge Wolin on discovery issues (2.1); hearing before Judge Wolin on discovery issues (1.1); joint defense meeting with Skadden on discovery issues and follow up on same with H. Wasserstein (1.8); work on property damage issues including meeting with D. Rourke to prepare for 7/11 deposition and preparation for same (3.8).
7/10/02	Elizabeth Cox Arnold	1.50	Locate, review and prepare various briefs for attorney review.
7/10/02	Lisa G Esayian	0.10	Attend to matters re environmental factual development issues.
7/10/02	Mark E Grummer	0.70	Review email memorandum re results of negotiating with DOJ re list of 32 sites and proposed stipulation amounts for 1998 reserves re same (.2); revise emailed list of sites to include Grace reserve amounts and forward same to team (.2); review draft letter to special master in support of Sealed Air motion to strike (.2); exchange email re list of sites (.1).
7/10/02	Elli Leibenstein	0.30	Review T. Florence deposition.
7/10/02	Scott A McMillin	9.50	Prepare for and attend K. Collins deposition (9.0); review T. Florence deposition transcript (.5).
7/10/02	Shirley A Pope	2.50	Review and analyze deposition transcripts and exhibits to verify completeness (.5); organize, review and analyze pleadings in preparation for Concordance database entry (2.0).
7/10/02	Andrew R Running	1.80	Prepare summary and analysis of USG estimation brief.
7/10/02	David J Zott	3.80	Review proposed stipulations, analyze same and conference with client re same (1.3) conference with Skadden attorneys re same (.5); work on project outline for environmental issues (1.0); work on outline for Libby issues (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/10/02	David A Codevilla	2.50	Review and summarize Libby hot documents provided by Holme Roberts & Owen (1.8); review K&E Libby project outline and organize Grace documents re Libby (.7).
7/10/02	Stephanie R Cashman	7.00	Retrieve W.R. Grace's 10-K's and 10-Q's (1.0); enter pleadings into Concordance database (1.5); update Adversarial. No 2210 pleading files (3.5); import depositions into Live Note and organize diskettes (1.0).
7/10/02	Megan K Coleman	4.00	Enter depositions received by K&E on deposition log database.
7/11/02	Michelle H Browdy	9.20	Prepare for and conduct Rourke deposition and follow up re same (8.5); follow up on issues from hearing and discovery with H. Wasserstein (.7).
7/11/02	Mark E Grummer	0.20	Review draft outline of fraudulent conveyance trial preparation tasks.
7/11/02	James W Kapp	0.20	Review and distribute pleadings re fraudulent conveyance adversary.
7/11/02	Elli Leibenstein	0.50	Revise Houlihan Lokey deposition outline.
7/11/02	Scott A McMillin	6.80	Draft and revise letter to R. Fleishman re insurance issues (1.5); conferences with F. Zaremby, J. Posner and J. Hughes re same (.6); draft letter to R. Fleishman re board minutes (.3); revise and file joinder in Sealed Air's motion to strike (.3); prepare for and attend hearing on Sealed Air's motion to strike (1.2); conference with D. Siegel re same (.4); conferences with B. Emmett and L. Duff re environmental interrogatories (.2); draft responses to environmental and insurance interrogatories (1.5); conferences with F. Zaremby re insurance interrogatories (.3); review fraudulent transfer pleadings (.5).
7/11/02	Shirley A Pope	3.00	Review docket for newly filed pleadings and download same for attorney review (1.0); update document production files re documents produced subsequent to deposition subpoenas (2.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/11/02	Andrew R Running	1.60	Review Judge Newsome's opinion denying class certification in Armstrong (.3); attend to matters re production of jury verdict summary (.2); draft e-mail correspondence to M. Zaleski producing that summary to the Personal Injury Committee (.3); review ZAI claimants' appeal motion (.2); review ZAI claimants' response to Grace's claims objections (.6).
7/11/02	David J Zott	4.80	Prepare for meeting with Remedium re environmental issues (1.0); meet with R. Medlar and L. Gardener re same (2.5); review additional documents from meeting (.5); work on outline for Libby issues (.8).
7/11/02	David A Codevilla	0.20	Review PWC audit files re environmental reserves with Orrick.
7/11/02	Seth B Kutnick	4.00	Set up PWC documents for inclusion in Grace main file.
7/11/02	Sanya Sarich	4.00	Review materials re Sealed Air Transaction and constructive fraudulent transfer.
7/11/02	Stephanie R Cashman	6.00	Enter pleadings into Concordance database (3.0); revise pleading files (2.0); update case file index (.5); format and print documents for attorney review (.5).
7/11/02	Megan K Coleman	4.00	Enter depositions on deposition log database.
7/12/02	Michelle H Browdy	1.20	Work on discovery and expert issues, including telephone conferences with Skadden.
7/12/02	Elli Leibenstein	1.10	Attend to matters re Rourke deposition issues (.3); review Rourke deposition (.8).
7/12/02	Scott A McMillin	5.70	Draft interrogatory responses re environmental and insurance issues and prepare same for filing (2.6); conferences with F. Zaremby, J. Posner and B. Emmett re same (.5); conferences with R. Fleishman and M. Widdom re eyes only documents (.3); prepare for and conference with special master re same (.7); conferences with B. Wolff and A. Aizley re discovery issues (.5); prepare for insurance meeting and conference with F. Zaremby re same (.6); work on production of monthly outside counsel reports (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/12/02	Shirley A Pope	3.00	Locate, review and prepare documents re expert deposition preparation for attorney review (1.0); retrieve and review documents cited in application fee brief and prepare for attorney review (2.0).
7/12/02	David J Zott	0.30	Follow up re discovery issues and Court ruling.
7/12/02	Kellye L Fabian	2.80	Draft answer to United States' complaint in intervention.
7/12/02	David A Codevilla	2.90	Review PricewaterhouseCoopers audit files re environmental reserves at Orrick offices (1.0); mark documents for confidentiality and privilege purposes (1.7); draft summary email re same to K&E team (.2).
7/12/02	Sanya Sarich	1.00	Review materials re Sealed Air transaction and insolvency issue.
7/12/02	Stephanie R Cashman	7.00	Enter pleadings into Concordance database (5.0); update adversary 01-2210 pleading files (2.0).
7/12/02	Megan K Coleman	2.00	Update Concordance database with newly received depositions.
7/13/02	Michelle H Browdy	3.00	Work on response to Plaintiffs' expert report proposal, including calls with Skadden and preparation for hearing with Special Master (1.1); work on various discovery issues raised by Milberg (.4); prepare to defend depositions set for week of 7/15 re Rule 30(b)(6) topics and asbestos personal injury (1.5).
7/13/02	Lisa G Esayian	1.20	Analyze 1996-97 Grace and outside contractor documents supporting Grace's reserves for Acton site and write preliminary memorandum re key facts re same.
7/13/02	Scott A McMillin	2.00	Draft answer to US complaint in intervention (1.0); work on discovery issues (.6); consider issues re discovery schedule (.2); draft discovery correspondence (.2).
7/13/02	Shirley A Pope	8.30	Review, analyze and redact documents and prepare same for attorney review prior to production to committees.
7/13/02	Megan K Coleman	4.00	Review and redact case summaries for production to plaintiffs.
7/14/02	Michelle H Browdy	2.40	Continue to prepare for depositions set for week of 7/15.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/14/02	Elli Leibenstein	0.70	Review emails re Hughes deposition (.5); analyze Hughes materials (.2).
7/14/02	Scott A McMillin	1.80	Prepare for J. Hughes and J. Port depositions (.4); work on redaction of outside counsel monthly reports (1.0); work on discovery issues (.4).
7/14/02	Shirley A Pope	12.80	Review, analyze and redact case summaries for production to committees.
7/14/02	Stephanie R Cashman	8.80	Review, analyze and redact tax documents for production to plaintiffs.
7/15/02	Michelle H Browdy	5.20	Hearing with Special Master on plaintiff expert reports, preparation and follow up (2.4); follow up on production of tax documents and other discovery issues in response to Milberg requests (1.2); preparation for depositions/meetings set for week of 7/15 (McGowan, Ellberger, Hughes, Filon) (1.6).
7/15/02	Bridgett Ofosu	8.80	Review, analyze and redact case summaries for production to committees.
7/15/02	Elizabeth Cox Arnold	0.30	Locate opinion for attorney review.
7/15/02	Lisa G Esayian	0.10	Attend to matters re upcoming depositions and key issues for contested Department of Justice sites.
7/15/02	Mark E Grummer	3.40	Review U.S. interrogatories to prepare for telephone conference re same (.6); participate in telephone conference with Grace representatives re the review of the U.S. interrogatories and begin preparing responses to same (1.7); review Libby documents (.1); review draft case outline and deposition notices (.6); attend to discovery matters (.4).
7/15/02	James W Kapp	0.20	Review fraudulent conveyance pleadings and correspondence and distribute same.
7/15/02	Christian J Lane	1.70	Finalize response to ZAI Claimants motion for leave to appeal.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/15/02	Elli Leibenstein	10.60	Review PWC materials and other estimation documents (3.2); review Florence deposition (3.1); draft memo re follow up work for T. Florence (2.2); attend to matters re depositions set for week of 7/15 (.3); review Rourke deposition hearing and followup work (1.8).
7/15/02	Scott A McMillin	8.30	Prepare for J. Hughes and J. Port depositions (5.3); work on answer to EPA's complaint in intervention (.5); work on redaction of monthly outside counsel reports (.6); attend to matters re discovery issues (.4); work on insurance issues (.6); draft discovery correspondence (.6); conferences with client depositions and document production (.3).
7/15/02	Shirley A Pope	10.30	Locate, review and prepare for attorney review documents for Rourke deposition preparation (1.3); review, analyze and redact Grace outside counsel monthly status reports for production to plaintiffs (9.0).
7/15/02	S Jonathan Silverman	0.10	Attend to matters re scheduling of meeting with experts.
7/15/02	David J Zott	5.70	Defense conference call re responding to DOJ document requests and interrogatories (1.7); review correspondence re DOJ depositions and conference with Skadden re status of depositions and stipulations and draft e-mail to client re same (2.0); conference with Skadden re producing documents to expert and review memo from Skadden re experts (.5); work on factual issues (1.5).
7/15/02	Kimberly Davenport	8.00	Review, analyze and redact case summaries for production to committees.
7/15/02	David A Codevilla	1.70	Prepare discovery responses to U.S. July 8 discovery (1.5); review prior Department of Justice discovery requests (.2).
7/15/02	Seth B Kutnick	7.00	Copy check redacted status reports produced to committees (4.0); retrieve and duplicate proxy statement documents for attorney review (3.0).
7/15/02	Sanya Sarich	2.00	Conduct legal research re contingent liabilities and insolvency.
7/15/02	Stephanie R Cashman	8.00	Continue redact tax documents for production to plaintiffs.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/15/02	Megan K Coleman	11.50	Prepare deposition transcripts for attorney review (.5); review and redact case summaries for production to plaintiffs (11.0).
7/16/02	David M Bernick, P.C.	1.60	Conduct telephone conference re environmental stipulation (.6); conduct telephone conference re order on post 1998 discovery (1.0).
7/16/02	Michelle H Browdy	8.40	Prepare for and conduct deposition preparation session with B. McGowan in DC (3.8); prepare for and conduct deposition preparation session with L. Ellberger in NJ (3.5); follow up on discovery issues and implications from latest ruling by court on discovery (1.1).
7/16/02	Bridgett Ofosu	6.00	Review, analyze and redact case summaries for production to committees.
7/16/02	Lisa G Esayian	1.00	Work on Acton, Blackburn, Woburn and Hatco site outlines.
7/16/02	Mark E Grummer	1.20	Attend to discovery matters including numerous telephone and office conferences with representatives of Grace, Holme Roberts (Grace counsel in CERCLA actions) and counsel for Sealed Air.
7/16/02	Elli Leibenstein	1.00	Analyze outline for Rourke work (.5); consider issues re Hughes deposition (.4); prepare Rourke deposition (.1).
7/16/02	Scott A McMillin	11.00	Prepare for and meet with J. Port re deposition preparation (3.5); prepare for and meet with J. Hughes re deposition preparation (4.0); review Port documents and prepare for deposition (2.0); conferences with F. Zaremby re discovery, litigation strategy (1.0); work on discovery issues (.5).
7/16/02	Shirley A Pope	9.00	Review and redact Grace's monthly outside counsel status reports for production to plaintiffs (6.0); prepare completed redactions to status reports (2 boxes) (2.0); prepare redacted outside counsel status reports for production to committees (1.0).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/16/02	David J Zott	6.70	Review index of documents for production to expert and work with Skadden re same (1.0); review notes re proposed accounting expert and conference with Skadden re same (.7); telephone conference with Special Master Dreier on motion for reconsideration (.5); revise project outline, Libby outline and key deposition outline (1.5); conference call with DOJ and Skadden re stipulations (1.0); conference call with D. Siegel and L. Duff re stipulations (1.0); work on environmental discovery issues (1.0).
7/16/02	Kimberly Davenport	7.00	Review, analyze and redact case summaries for production to committees.
7/16/02	David A Codevilla	2.00	Review Libby-related documents provided to K&E by Holme Roberts & Owen (.7); review expansion plant-related documents for confidentiality/privilege purposes at Skadden (1.3).
7/16/02	Seth B Kutnick	7.00	Prepare redacted outside counsel status reports for inclusion in main document production files (3.0); copy check redacted outside counsel status reports produced to committees (4.0).
7/16/02	Stephanie R Cashman	10.00	Review, analyze and redact documents for production to plaintiffs (4.0); copy check documents and prepare to ship to counsel (.8); revise pleadings files (.7); enter pleadings into Concordance database (4.0); update deposition calender (.5).
7/16/02	Megan K Coleman	10.00	Review, analyze and redact documents, copy check same and prepare document production files for shipping to plaintiffs (6.2); load electronic versions of depositions into LiveNote (.8); review and input deposition exhibits into Concordance (3.0).
7/17/02	David M Bernick, P.C.	0.50	Conduct telephone conference with Wasserstein re post-98 issues.
7/17/02	Michelle H Browdy	9.50	Brian McGowan deposition and preparation/follow up (4.5); conference calls with Skadden and follow up re rulings from court on post-1998 issues (.7); work on brief due 7/23 including conference calls on standards issue (1.0); work on discovery issues (1.2); preparation for meetings at Grace with witnesses for 7/18/02 (2.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/17/02	Lisa G Esayan	1.80	Attend to matters re affirmative case preparation and deposition issues (.6); prepare for and participate in internal K&E telephone conference re document collections and productions (.4); telephone conference with D. Frost and K. Larson at Skadden re upcoming depositions (.8).
7/17/02	Mark E Grummer	5.50	Telephone conference with D. Frost re discovery matters (.5); telephone conference with L. Duff and R. Medler re discovery matters (.3); prepare for and participate in K&E telephone conference re discovery schedule and tasks, revise same and attend to matters re same (2.9); work on various discovery projects (1.8).
7/17/02	Renee D Honigberg	2.70	Draft elements of supplemental brief re legal standard for solvency (1.0); follow up review of pleadings re same (1.7).
7/17/02	James W Kapp	0.30	Review fraudulent conveyance related pleadings and correspondence and distribute same.
7/17/02	Elli Leibenstein	1.00	Review and analyze ruling re 1998 estimation issue (.5); review E. Stallard deposition (.5).
7/17/02	Scott A McMillin	11.10	Review Port documents and prepare for J. Port deposition (1.5); meet with J. Port re deposition preparation (3.0); prepare for and attend insurance meeting (4.0); meet with J. Hughes re deposition preparation (1.0); conferences with A. Aizley re litigation strategy (1.0); review retention motion (.3); review order on standards issue (.3).
7/17/02	Shirley A Pope	6.70	Locate, review and prepare for attorney review Wolin orders (.2); review and prepare for transmission and transmit requested documents to plaintiff (.2); locate, review and prepare for attorney review environmental documents forwarded by client (.3); locate, review and prepare for attorney review plaintiffs' discovery correspondence (2.0); review incoming fraudulent conveyance correspondence and distribute for attorney review and action (2.0); review docket for newly filed pleadings and review and analyze same for distribution to Grace team members (2.0).
7/17/02	Andrew R Running	2.50	Review previously filed briefs on the solvency standards dispute (1.6); consider issues re drafting of supplemental brief on the standards dispute (.9).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
7/17/02	David J Zott	3.20	Conference with L. Duff re Curtis Bay site (.5); review public documents re same (.2); prepare for and participate in telephone conference with team re discovery schedule and tasks (1.5); work on discovery issues, responses to document requests (1.0).
7/17/02	David A Codevilla	5.50	Review K&E Libby trial outline (1.5); review expansion plant documents at Skadden and mark for privilege/confidentiality purposes (3.8); attend to matters re specific site reserve issues (.2).
7/17/02	Seth B Kutnick	7.00	Prepare unredacted status reports from Grace's outside counsel for inclusion in main document production files.
7/17/02	Stephanie R Cashman	7.00	Enter pleadings into Concordance database (5.5); update adversarial 01-2210 pleading files (1.5).
7/17/02	Megan K Coleman	7.80	Review and file deposition (1.0); review docket and on-line sources re witness disclosure filing (.8); review and input depositions into Concordance database (5.0); review background case information and documents (1.0).
7/18/02	Michelle H Browdy	8.00	Meeting with Jay Hughes re upcoming deposition and preparation (3.4); meetings with F. Zaremby, preparation and follow up re document production issues (1.9); meetings with E. Filon, E. Zaremby, preparation and follow up re tax and COLI issues and document production (2.7).
7/18/02	Lisa G Esayian	0.50	Conference with D. Frost and K. Larson at Skadden re newly-produced government documents and upcoming depositions.
7/18/02	Mark E Grummer	7.30	Evaluate documents to be produced and draft response to U.S. request for documents (4.5); telephone conferences with L. Duff, L. Gardner and R. Medler re document production (.8); review discovery correspondence and materials (.6); telephone conference with D. Frost re deposition schedule (.3); evaluate issues re indemnified sites and review materials and confer with Grace representatives re same (.8); attend to discovery matters (.3).